

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Carlington Sales Canada Corporation 1260 Crescent, #201 Montreal, Quebec, Canada H3G 2A9		2. Registration No.  5249
3. Name of foreign principal Government of the Republic of Zambia	4. Principal address of foreign principal Office of the President State House Lusaka, Zambia	
5. Indicate whether your foreign principal is one of the following:		
<input checked="" type="checkbox"/> Foreign government		
<input type="checkbox"/> Foreign political party		
<input type="checkbox"/> Foreign or domestic organization: If either, check one of the following:		
<input type="checkbox"/> Partnership <input type="checkbox"/> Committee		
<input type="checkbox"/> Corporation <input type="checkbox"/> Voluntary group		
<input type="checkbox"/> Association <input type="checkbox"/> Other (specify) _____		
<input type="checkbox"/> Individual-State nationality _____		

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6. If the foreign principal is a foreign government, state:

- |   |   |
|---|---|
| a) Branch or agency represented by the registrant.        | Executive Branch                                      |
| b) Name and title of official with whom registrant deals. | Hon. Donald Chanda, Special Asst.<br>to the President |

7. If the foreign principal is a foreign political party, state:

- |   |     |
|---|-----|
| a) Principal address.                                     | N/A |
| b) Name and title of official with whom registrant deals. |     |
| c) Principal aim  |     |

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8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

N/A

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Owned by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Directed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Financed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Subsidized in part by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

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9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*


N/A

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10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

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Date of Exhibit A 3/27/98	Name and Title Ari Ben-Menashe, President	Signature 
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INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

Carlington Sales Canada Corporation

2. Registration No.

5249

3. Name of Foreign Principal

Government of the Republic of Zambia

Check Appropriate Boxes:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

See Insert Page 1.

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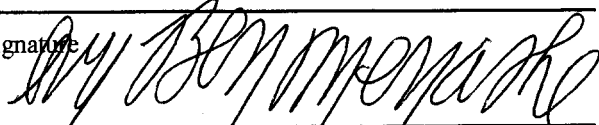
8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See Insert Page 1

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See Insert Pages 1-2.

Date of Exhibit B 3/27/98	Name and Title Ari Ben-Menashe, President	Signature 
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Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.

Attachment to Exhibit B to Registration Statement of Carlington  
Sales Canada Corporation

Contract Between  
Carlington Sales Canada Corporation  
and  
Government of the Republic of Zambia  
Dated March 10, 1998

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REGISTRATION UNIT  
1998 MAR 31 PM 4: 35



1260 Crescent  
Suite 201  
Montreal, Quebec H3G 2A9  
Canada  
Tel: (514) 861-4166  
Fax: (514) 954-2029 / 861-7088  
E-mail: inv@alphacom.net

## Carlington Sales Company

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### CONSULTANCY AGREEMENT

GOVERNMENT OF THE REPUBLIC OF ZAMBIA  
STATE HOUSE  
LUSAKA, ZAMBIA

GENTLEMEN:

YOU HEREBY RETAIN US, AND WE HEREBY AGREE, AS MORE FULLY SET FORTH BELOW, TO RENDER PUBLIC RELATIONS SERVICES TO YOU IN PUBLICIZING IN THE UNITED STATES, CANADA AND THE EUROPEAN UNION, THE POLICIES AND ACTIVITIES OF THE GOVERNMENT OF THE REPUBLIC OF ZAMBIA. WE AGREE TO LOBBY THE EXECUTIVE AND/OR LEGISLATIVE BRANCHES OF THE GOVERNMENTS OF THE UNITED STATES AND OF CANADA ON BEHALF OF THE GOVERNMENT OF THE REPUBLIC OF ZAMBIA, AND ALSO PROVIDE OTHER CONFIDENTIAL SERVICES TO ASSIST THE DEVISING AND EXECUTION OF POLICIES FOR THE IMPROVED SECURITY AND CONSEQUENT BENEFICIAL DEVELOPMENT OF THE REPUBLIC OF ZAMBIA. WE ALSO AGREE TO LOBBY WORLD FINANCIAL INSTITUTIONS ON YOUR BEHALF AND TAKE UPON OURSELVES OTHER WORLDWIDE LOBBYING TASKS AS DEEMED NECESSARY.

*am/ Ben M. Mosh*  
1 of 5  
10 MARCH 1998

1. OUR PUBLIC RELATIONS SERVICES SHALL CONSIST OF SERVING YOU AS PUBLIC RELATIONS COUNSEL, ADVISING YOU ON MATTERS RELATING TO PUBLIC RELATIONS, AND WORKING WITH THE VARIOUS MEDIA OF COMMUNICATIONS WITH THE PUBLIC WITH A VIEW TO SECURING GREATER GOODWILL FOR YOU AND CREATING INCREASED ACCEPTANCE OF YOUR POLICIES AND ACTIVITIES.
2. OUR LOBBYING SERVICES SHALL CONSIST OF MAINTAINING SUCH CONTACTS WITH THE EXECUTIVE AND/OR LEGISLATIVE BRANCHES OF THE AFORESAID GOVERNMENTS AS YOU SHALL, IN CONSULTATION WITH US, DEEM ADVISABLE, IN ORDER TO URGE THE INSTITUTION AND/OR MAINTENANCE OF LEGISLATIVE AND/OR EXECUTIVE POLICIES FAVORABLE TO YOU, AND THE ELIMINATION OR PREVENTION OF SUCH POLICIES UNFAVORABLE TO YOU.
3. WE SHALL ALSO LOBBY ON BEHALF OF YOUR GOVERNMENT WORLDWIDE WHEN IT IS DEEMED NECESSARY BY YOU.
4. THE LOBBYING SERVICES NOTED ABOVE SHALL BE CONDUCTED BY US TO THE EXTENT THEY ARE MUTUALLY AGREED UPON, AND ONLY TO THE EXTENT ALLOWED BY LAW AND IN PARTICULAR, BUT WITHOUT LIMITATION, ONLY TO THE EXTENT THAT ALL ACTIVITIES CONDUCTED BY US CAN BE, AND ARE, IN COMPLIANCE WITH ANY AND ALL LAWS AND REGULATIONS RELATING TO LOBBYING ON BEHALF OF A FOREIGN GOVERNMENT, INCLUDING REGISTRATION AND DISCLOSURE.

*any Ben M. Marsh*  
*10 MARCH 1999*

5. THE OTHER CONFIDENTIAL SERVICES AS CITED ABOVE SHALL BE SECURITY AND TECHNICAL ASSISTANCE; DEVELOPMENT ASSISTANCE INCLUDING INTERIM FOOD AID AND THE SECURING OF CREDITS FOR DEVELOPMENT. WE WILL PROVIDE YOU WITH CONSULTANCY TO OPTIMIZE THE RESULTS OF THE ABOVE TO THE GREATER BENEFIT OF THE PEOPLE OF ZAMBIA.
6. FOR THE FIRST YEAR OF OUR SERVICES, A PAYMENT OF US\$1,000,000.00 IS DUE UPON SIGNATURE, THE ABOVE SUM IS TO BE WIRED TO OUR ACCOUNT AS ATTACHED.
7. ANY EXTRAORDINARY OUT-OF-POCKET DISBURSEMENTS SHALL BE THE RESPONSIBILITY OF CARLINGTON SALES COMPANY.
8. WE WILL KEEP YOU FULLY ADVISED OF ALL OUR EFFORTS ON YOUR BEHALF.
9. WE SHALL DEVELOP A SERIES OF GUIDELINES WITHIN WHICH WE SHALL HAVE THE DISCRETION TO ACT ON YOUR BEHALF, SUBJECT ALWAYS TO YOUR SPECIFIC INSTRUCTIONS.
10. WE SHALL EXERT REASONABLE EFFORTS TO SECURE FAVORABLE PUBLICITY AND/OR FAVORABLE LEGISLATIVE AND/OR EXECUTIVE POLICIES. YOU AGREE TO COOPERATE WITH US FULLY IN FURNISHING US WITH NECESSARY INFORMATION AS PROMPTLY AS POSSIBLE.
11. THE TERM OF THIS AGREEMENT SHALL BE FOR A MINIMUM OF 1 YEAR.

*By: [Signature]*  
10 MARCH 1998




IF THE FOREGOING CORRECTLY SETS FORTH OUR UNDERSTANDING, PLEASE SO INDICATE BELOW. THIS LETTER WILL THEN CONSTITUTE A BINDING AGREEMENT BETWEEN US.

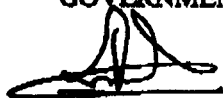
VERY TRULY YOURS,

DATED THIS 10<sup>th</sup> DAY OF MARCH 1998, IN LUSAKA, REPUBLIC OF ZAMBIA

CONFIRMED AND ACCEPTED  
CARLINGTON SALES COMPANY

  
PRESIDENT & CEO, DR. ARI BEN-MENASHE

CONFIRMED AND ACCEPTED  
BY THE ATTORNEY GENERAL  
GOVERNMENT OF THE REPUBLIC OF ZAMBIA

  
BONAVENTURE C. MUTALE

**CARLINGTON SALES ACCOUNT INFORMATION**

**BANK OF NOVA SCOTIA  
SCOTIA TOWER  
1002 SHERBROOKE STREET WEST  
MONTREAL, QUEBEC, CANADA H3A 3L6  
TRANSIT # 90001  
ACCOUNT # 1388-19  
ATT: MR. NICHOLAS GRILLAS**

*by Ben M. Mante  
10<sup>TH</sup> MARCH 1998*

Exhibit B to Registration Statement of Carlington Sales Canada Corporation

Insert Page 1:

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

With respect to lobbying: Upon consultation with appropriate Government of the Republic of Zambia (hereinafter "GOZ") officials, registrant will propose methods of communicating with appropriate U.S., Canadian, and/or European executive and legislative officials to achieve desired agricultural, military, financial, and other assistance. Registrant will arrange and participate in meetings as advisable and will accompany and advise representatives of GOZ at such meetings as it is appropriate for such representatives to attend.

With respect to public relations: Upon consultation with appropriate GOZ officials, registrant will, to the extent desired by GOZ, assist in the establishment of an information office and the preparation of periodical press releases and informational material. As these activities have not begun, the precise nature of the operations is unknown. As and when such activities begin, registrant will provide supplemental information.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

It is expected that the lobbying activities will be restricted to arranging for, and meeting with, representatives of various executive departments, including in particular, Agriculture, Defense, and State, with and without representatives of the foreign principal, as the circumstances might dictate. It is possible, however, that similar meetings with Members of Congress might also be arranged.

With respect to public relations activities, these have not yet commenced, but are expected to encompass traditional information office activities, including the preparation and dissemination of press releases and informational packets, on a regular basis and also in connection with relevant current events. This material may be directed to the media or to government representatives, or to both. It is possible, though it is not contemplated at this time, that some of these activities will be directed at the general public.

9. Describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this

purpose.

It is contemplated that registrant will be attempting, on behalf of the GOZ, to secure subsidized food aid, in particular by persuading the agriculture departments of the relevant countries to subsidize sales of grain and other foodstuffs to the country. It is also contemplated that registrant will be attempting, on behalf of the GOZ, to persuade the U.S. Department of Defense to provide certain limited military assistance relevant to the patrol and securing of its international borders. It is also contemplated that registrant will be attempting to encourage various international financial institutions to make development and other loans to the GOZ. Some of these latter attempts may not involve the U.S. at all, but may involve the United Nations and related international financial institutions. To the extent necessary, the efforts with respect to U.S. aid may also encompass relations with members of the legislative branch, whenever departmental approvals of assistance to the GOZ may require congressional approval as well. Virtually all of this assistance will be through meetings and the presentation of materials and information on behalf of the foreign principal.